

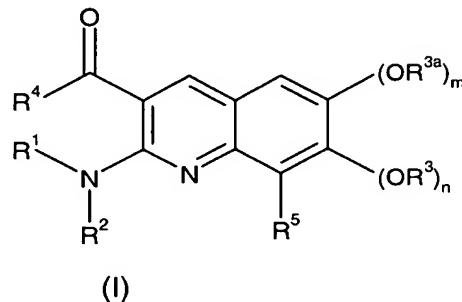
**Amendments To The Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**In the Claims:**

What is claimed is:

Claim 1(Original): A compound of Formula (I):



wherein:

$R^1$  is -H or  $C_1$ - $C_6$  alkyl;

$R^2$  is the group defined by  $-(Q)_q-(Q^1)_r-(Q^2)$ ,

wherein:

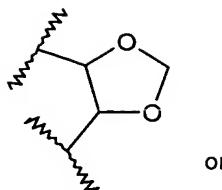
$Q$  is  $CH_2$  and  $q$  is 0, 1, 2, 3, or 4;

$Q^1$  is O, NH, or  $C(H)(R')$  where  $R'$  is -OH; and  $r$  is 0 or 1, and

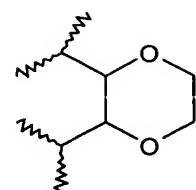
$Q^2$  is -H,  $C_1$ - $C_6$  alkyl, aryl, heterocyclic,  $C_3$ - $C_7$  cycloalkyl,  $-C(O)OR^b$ ,  $NR^bR^b$ , or heteroaryl; where  $Q^2$  is optionally substituted with at least one  $R^a$  group;

$R^3$  and  $R^{3a}$  are independently selected from -H,  $C_1$ - $C_6$  alkyl, or  $C_1$ - $C_6$  hydroxyalkyl,  $m$  is 0 or 1, and  $n$  is 0 or 1, or

$m$  is 1 and  $n$  is 1 and  $R^3$  and  $R^{3a}$  together with the atoms to which they are attached form the optionally substituted fused ring



or



;

$R^4$  is  $-OH$ ,  $-NHS(O)_2R^c$ , or  $-N(R^b)R$ ;

$R^5$  is  $-H$  or halo;

$R$  is  $-H$ , aryl,  $-OR^b$ ;

$R^a$  is independently selected from  $C_1.C_6$  alkyl, halo, aryl,  $-C(O)OR^b$ ,  $-C(O)R^d$ ,  $-OH$ ,  $-NR^bR^b$ ,  $-N(H)C(O)OR^b$ ,  $-N(H)C(O)N(H)R^e$ ,  $-N(H)S(O)_2R^c$ ,  $-N(H)S(O)_2NR^bR^b$ ,  $C_1-C_6$  alkoxy,  $C_1.C_6$  haloalkyl,  $-NO_2$ ,  $-CN$ ,  $-SF_5$ ,  $=O$ ,  $-S(O)_2NR^bR^b$ , or aryloxy;

$R^b$  is  $-H$ ,  $C_1.C_6$  alkyl, or  $C_2.C_4$  alkenyl;

$R^c$  is aryl or  $C_1.C_6$  alkyl;

$R^d$  is  $C_1.C_6$  alkyl, aryl,  $NR^bR^b$ , or  $N(H)(CH_2)_sNR^bR^b$ ,

$R^e$  is  $-H$ , aryl or  $C_1.C_6$  alkyl;

$s$  is 1, 2, 3, or 4;

or a pharmaceutically acceptable salt or solvate thereof.

**Claim 2 (Original):** A compound as claimed in claim 1, selected from the group consisting of:

2-(3-tert-butoxycarbonylamino-propylamino)-7-methoxy-quinoline-3-carboxylic acid;

2-(3-amino-propylamino)-7-methoxy-quinoline-3-carboxylic acid;

2-[2-(4-tert-butoxycarbonyl-piperazin-1-yl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;

2-(4-tert-butoxycarbonylamino-butyl  
amino)-7-methoxy-quinoline-3-carboxylic acid;

2-(2-tert-butoxycarbonylamino-ethyl

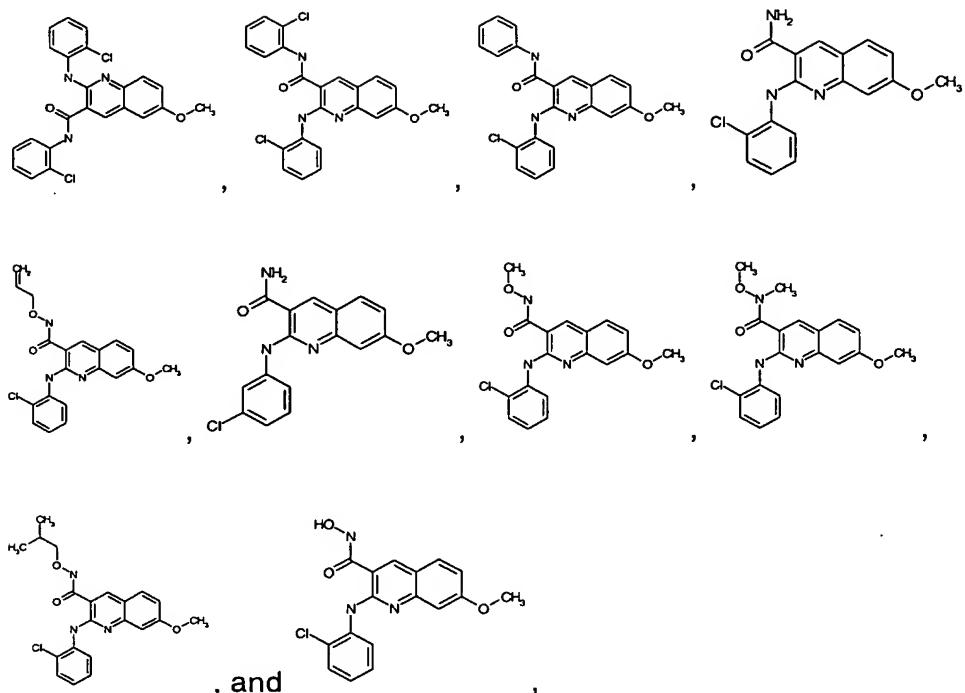
amino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-dimethylamino-propylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-dimethylamino-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-amino-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(4-amino-butylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-benzylamino-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-phenethylamino-quinoline-3-carboxylic acid;  
7-methoxy-2-(2-pyridin-4-yl-ethylamino)-quinoline-3-carboxylic acid;  
2-(2-dimethylamino-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(indan-2-ylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-morpholin-4-yl-propylamino)-quinoline-3-carboxylic acid;  
2-(3-diethylamino-propylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[3-(2-oxo-pyrrolidin-1-yl)-propylamino]-quinoline-3-carboxylic acid;  
2-(4-tert-butyl-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(2-oxo-imidazolidin-1-yl)-ethylamino]-quinoline-3-carboxylic acid;  
2-(4-dimethylamino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(2-morpholin-4-yl-ethylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(4-phenoxy-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
2-cyclohexylamino-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[(tetrahydro-furan-2-ylmethyl)-amino]-quinoline-3-carboxylic acid;  
2-(2-hydroxy-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-hydroxy-2-phenyl-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-[2-(3-bromo-4-methoxy-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(4-methyl-benzylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(2-pyridin-3-yl-ethylamino)-quinoline-3-carboxylic acid;  
2-[2-(3,4-dimethoxy-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-benzylamino-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-morpholin-4-yl-propylamino)-quinoline-3-carboxylic acid; and  
7-methoxy-2-piperidin-1-yl-quinoline-3-carboxylic acid;

7-methoxy-2-(3-pentafluorosulfanyl-phenylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(5,6,7,8-tetrahydro-naphthalen-1-ylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(naphthalen-1-ylamino)-quinoline-3-carboxylic acid;  
2-[4-(2-diethylamino-ethylcarbamoyl)-phenylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-tert-butoxycarbonylamino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(4-tert-butoxycarbonylamino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(4-amino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(2,4,6-trimethoxy-benzylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-[3-(3-phenyl-ureido)-benzylamino]-quinoline-3-carboxylic acid;  
7-methoxy-2-[4-(3-phenyl-ureido)-benzylamino]-quinoline-3-carboxylic acid;  
7-methoxy-2-[4-(toluene-4-sulfonylamino)-benzylamino]-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-ureido-benzylamino)-quinoline-3-carboxylic acid;  
2-(dimethylaminosulfonylamino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(4-methoxy-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(2-methoxy-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
7-methoxy-2-(4-methoxy-benzylamino)-quinoline-3-carboxylic acid;  
2-[(benzo[1,3]dioxol-5-ylmethyl)-amino]-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-trifluoromethyl-benzylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(4-nitro-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
2-(3-imidazol-1-yl-propylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(4-sulfamoyl-benzylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-methoxy-benzylamino)-quinoline-3-carboxylic acid;  
2-(2-chloro-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-[2-(3-fluoro-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-[2-(4-amino-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-amino-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;

2-(2-benzo[1,3]dioxol-5-yl-ethylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(3-methoxy-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
2-[2-(3-chloro-phenyl)-ethylamino]-  
7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(4-sulfamoyl-phenyl)-ethylamino]-quinoline-3-carboxylic acid;  
2-[2-(2-chloro-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-[2-(4-hydroxy-phenyl)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-bromo-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-chloro-benzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(2-piperazin-1-yl-ethylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-quinoline-3-carboxylic  
acid;  
7-methoxy-2-piperidin-1-yl-quinoline-3-carboxylic acid;  
2-(4-chloro-benzylamino)-7-methoxy-  
quinoline-3-carboxylic acid;  
2-(4-hydroxy-piperidin-1-yl)-7-methoxy-quinoline-3-carboxylic acid;  
2-(tert-butoxycarbonylmethyl-amino)  
-7-methoxy-quinoline-3-carboxylic acid;  
2-[2-(2-hydroxy-ethoxy)-ethylamino]-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(3-methoxy-propylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(2-methoxy-ethylamino)-quinoline-3-carboxylic acid;  
2-(3-hydroxy-propylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-carboxy-ethylamino)-7-methoxy-  
quinoline-3-carboxylic acid;  
7-methoxy-2-propylamino-quinoline-3-carboxylic acid;  
2-(carboxymethyl-amino)-7-methoxy-quinoline-3-carboxylic acid;  
3-(2-chloro-phenylamino)-6-methoxy-naphthalene-2-carboxylic acid;  
2-(2-chloro-phenylamino)-7-methoxy-quinoline-3-carboxylic acid phenylamide;  
2-(2-chloro-phenylamino)-7-hydroxy-quinoline-3-carboxylic acid phenylamide;  
2-(2-chloro-phenylamino)-7-hydroxy-quinoline-3-carboxylic acid;  
2-(2-chloro-phenylamino)-7-(2-hydroxy-ethoxy)-quinoline-3-carboxylic acid;  
2-(3,4-dichlorophenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-biphenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(phenylamino)-quinoline-3-carboxylic acid;  
7-methoxy-2-(methyl-3-methylphenylamino)-quinoline-3-carboxylic acid;

2-(cyclohexylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-chlorophenylamino)-6,7-dimethoxy-quinoline-3-carboxylic acid;  
2-(3-chlorophenylamino)-6,7-methylenedioxy-quinoline-3-carboxylic acid;  
2-(3-chlorophenylamino)-7-hydroxy-quinoline-3-carboxylic acid;  
8-bromo-2-(3-chlorophenylamino)-7-hydroxy-quinoline-3-carboxylic acid;  
2-(3-chlorophenylamino)-7-methoxy-quinoline-3-carboxamide  
phenylsulphonamide;  
2-(3-chlorophenylamino)-7-methoxy-quinoline-3-carboxamide 2-nitro-  
phenylsulphonamide;  
2-(3-chlorophenylamino)-7-methoxy-quinoline-3-carboxamide  
methylsulphonamide;  
8-bromo-2-(3-chlorophenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-acetophenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-benzophenone-yl-amino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-fluoro-5-methylphenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-cyanophenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-chloro-6-methylphenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(4-carboxybenzylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(3-chloro-6-methoxyphenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
2-(2-ethylphenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(4-nitrophenylamino)-quinoline-3-carboxylic acid;  
2-(4-carboxamidophenylamino)-7-methoxy-quinoline-3-carboxylic acid;  
7-methoxy-2-(4-hydroxyphenethylamino)-quinoline-3-carboxylic acid; and  
7-methoxy-2-(piperidin-4-ol)-quinoline-3-carboxylic acid;  
or a salt, solvate, or physiologically functional derivative thereof.

**Claim 3 (Original):** A compound as claimed in claim 1, selected from the group consisting of:



or a salt, solvate, or physiologically functional derivative thereof.

**Claim 4 (Currently Amended):** A pharmaceutical composition, comprising: a therapeutically effective amount of a compound as claimed in ~~any one of claims~~ claim 1 to 3, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.

**Claim 5 (Currently Amended):** A method of treating a disorder in a mammal, said disorder being mediated by inappropriate YAK3 activity, comprising: administering to said mammal a therapeutically effective amount of a compound as claimed in ~~any one of claims~~ claim 1 to 3, or a salt, solvate, or a physiologically functional derivative thereof.

Claim 6-7 (Cancelled):

Claim 8 (New): A compound as claimed in claim 1, wherein R<sup>1</sup> is -H or methyl.

Claim 9 (New): A compound as claimed in claim 1, wherein R<sup>1</sup> is -H.

Claim 10 (New): A compound as claimed in claim 1, wherein q and r are 0, and R<sup>2</sup> is -(Q<sup>2</sup>).

Claim 11 (New): A compound as claimed in claim 1, wherein q is 1, 2, 3, or 4, r is 0 and R<sup>2</sup> is -(Q)<sub>q</sub>-(Q<sup>2</sup>).

Claim 12 (New): A compound as claimed in claim 1, wherein q is 0, r is 1, and R<sup>2</sup> is -(Q<sup>1</sup>)-(Q<sup>2</sup>).

Claim 13 (New): A compound as claimed in claim 1, wherein q is 1, 2, 3, or 4 and r are 1, and R<sup>2</sup> is -(Q)<sub>q</sub>-(Q<sup>1</sup>)-(Q<sup>2</sup>).

Claim 14 (New): A compound as claimed in claim 1, wherein q is 1, 2, 3, or 4 and Q is CH<sub>2</sub>.

Claim 15 (New): A compound as claimed in claim 1, wherein q is 1, 2, or 3 and Q is CH<sub>2</sub>.

Claim 16 (New): A compound as claimed in claim 1, wherein q is 1 or 2 and Q is CH<sub>2</sub>.

Claim 17 (New): A compound as claimed in claim 1, wherein r is 0 or 1 and Q<sup>1</sup> is NH or O.

Claim 18 (New) A compound as claimed in claim 1, wherein r is 0 or 1 and Q<sup>1</sup> is NH.

Claim 19 (New) A compound as claimed in claim 1, wherein r is 0.

Claim 20 (New): A compound as claimed in claim 1, wherein Q<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, heterocyclic, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, or heteroaryl each optionally substituted with at least one R<sup>a</sup> group.

Claim 21 (New): A compound as claimed in claim 1, wherein Q<sup>2</sup> is aryl optionally substituted with at least one R<sup>a</sup> group.

Claim 22 (New): A compound as claimed in claim 1, wherein Q is CH<sup>2</sup>, q is 1, 2, 3, or 4, r is 0, and Q<sup>2</sup> is aryl optionally substituted with at least one R<sup>a</sup> group.

Claim 23 (New): A compound as claimed in claim 1, wherein Q is CH<sup>2</sup>, q is 1, 2, or 3, r is 0, and Q<sup>2</sup> is phenyl optionally substituted with at least one R<sup>a</sup> group.

Claim 24 (New): A compound as claimed in claim 1, wherein Q is CH<sup>2</sup>, q is 2, r is 0, and Q<sup>2</sup> is phenyl optionally substituted with at least one R<sup>a</sup> group.

Claim 25 (New) A compound as claimed in claim 1, wherein q is 0, r is 0, and Q<sup>2</sup> is aryl optionally substituted with at least one R<sup>a</sup> group.

Claim 26 (New): A compound as claimed in claim 1, wherein q is 0, r is 0, and Q<sup>2</sup> is phenyl optionally substituted with at least one R<sup>a</sup> group.

Claim 27 (New) A compound as claimed in claim 1, wherein q is 0, r is 0, and Q<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with at least one R<sup>a</sup> group.

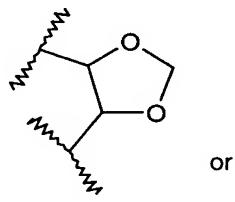
Claim 28 (New): A compound as claimed in claim 1, wherein m is 0, n is 1, and R<sup>3</sup> is -H or C<sub>1</sub>-C<sub>6</sub> alkyl.

Claim 29 (New): A compound as claimed in claim 1, wherein m is 0, n is 1, and R<sup>3</sup> is -H or methyl.

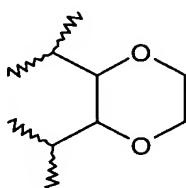
Claim 30 (New): A compound as claimed in claim 1, wherein m is 1, n is 0, and R<sup>3a</sup> is -H or C<sub>1</sub>-C<sub>6</sub> alkyl.

Claim 31 (New) A compound as claimed in claim 1, wherein m is 1, n is 0, and R<sup>3a</sup> is -H or methyl.

Claim 32 (New): A compound as claimed in claim 1, wherein m is 1 and n is 1 and R<sup>3</sup> and R<sup>3a</sup> together with the atoms to which they are attached form the optionally substituted fused ring



or



Claim 33 (New): A compound as claimed in claim 1, wherein R<sup>4</sup> is -NHS(O)<sub>2</sub>R<sup>c</sup>, wherein R<sup>c</sup> is aryl or C<sub>1</sub>-C<sub>6</sub> alkyl.

Claim 34 (New): A compound as claimed in claim 1, wherein R<sup>c</sup> is phenyl, substituted phenyl or methyl.

Claim 35 (New): A compound as claimed in claim 1, wherein R<sup>4</sup> is -OH.

Claim 36 (New): A compound as claimed in claim 1, wherein R<sup>4</sup> is -N(R<sup>b</sup>)R wherein R is -H, aryl or -OR<sup>b</sup> and R<sup>b</sup> is -H, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>1</sub>-C<sub>6</sub> alkenyl.

Claim 37 (New): A compound as claimed in claim 1, wherein R<sup>5</sup> is halo.

Claim 38 (New): A compound as claimed in claim 1, wherein R<sup>5</sup> is -Br.

Claim 39 (New): A compound as claimed in claim 1, wherein R<sup>5</sup> is -H.